

Bylaws of the Roosevelt High School Alumni Association

Article 1

Name

This association is a nonprofit public benefit corporation incorporated under laws of the State of Oregon and shall be known as the Roosevelt High School Alumni Association, herein referred to as the "Association."

Article 2

Purpose and Nondiscrimination

2.1 Purpose.

2.1.1. The Association is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501 [c] [3] of the Internal Revenue Code of 1986, as amended, herein referred to as the "code."

2.1.2. The specific and primary purpose of the Association is to support Roosevelt High School, its students and its community, including alumni.

2.1.3. Notwithstanding any other provision of these Bylaws, the Association will not engage in any activity or exercise any power that is not in furtherance of a charitable or education purpose, and will not carry on any activity not permitted to be carried on (i) by an Association exempt from federal income taxation under Section 501 [c] [3] of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170 [c] [2].

2.1.4. No part of the activities of this Association will consist of carrying on propaganda or otherwise attempting to influence legislation (except as otherwise provided in Section 501 [h]), and the Association will not participate in or intervene in (including the publishing and distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

2.2 Nondiscrimination. All Directors and Officers of the Association shall be chosen and accepted without discrimination on the basis of race, religions, national origin, ethnicity, sex, sexual orientation, physical challenges, age, or any other legally barred basis.

Article 3
Membership

3.1 Voting Rights. The Association has no “members’ as that term is defined in ORS 65.001. The Board of Directors might, from time to time, specify titles or designations applicable to friends and supporters of the Association that might use the term “member.” Such designation shall not create in any person rights of a “member” as defined in Oregon law, however each Director has the right to vote on disposition of all or substantially all of the assets of the Association or on a merger or dissolution.

Article 4
Board of Directors

4.1 General Powers. Except as provided in the Articles of Incorporation or these Bylaws, all corporate powers, affairs, and finances of the Association shall be managed under the authority of the Board of Directors.

4.2 Number and Qualifications.

4.2.1. Directors of the Board shall be:

4.2.2. Anyone who has attended Roosevelt High School, whether graduating or not;

4.2.3. Former members of the administration, faculty and staff of the school;

4.2.4. Supporters of the school recommended to the Board of the Association.

4.2.5. The Board shall include a minimum of twenty-two (22) and a maximum of thirty (30) Directors elected by the Board of Directors.

4.2.2. Board membership is intended that the Directors represent each decade of students from Roosevelt High School beginning with the 1940's (when such a representative is available and able to serve).

4.2.3. The principal or his/her designee from the current school administration shall be an ex officio nonvoting member of the Board.

4.2.4. Upon recommendation by the Nominating Committee, the Board can also designate other ex officio nonvoting members. All ex officio members of the Board are nonvoting, unless the Board specifically authorizes voting privileges.

4.3 Term

4.3.1. Except as specified in Sections 4.2.3 and 4.2.4, Directors shall serve

three-year terms, selected in such a way as to allow approximately one-third of them to be replaced each year. Each Director's term commences on July 1 and terminates on June 30 of the applicable year; however, Directors appointed to serve unexpired terms shall take office upon appointment.

4.3.2. There shall be no limit on the number of successive terms that Officers and Board members of the Association may serve.

4.3.3. Upon recommendation of the Nominating Committee, the Board can appoint a member of the Association to fill the unexpired term of any voting Board member elected by the Board who is unable to complete his or her term of office.

4.4 Nomination and Election. Nominations for Directors shall be made by the Nominating Committee. At least thirty days prior to the Annual meeting, the nominations of the Nominating Committee shall be mailed to the Board of Directors. Nominations for Directors can also be made by one or more Directors at least ten days prior to the Annual Meeting. Such additional nominations shall also be mailed to the Board of Directors upon their receipt by the Nominating Committee. The Board shall consider each of the recommended nominees, and nominees received from Directors, and shall elect Directors at the Annual Meeting by written ballot.

4.5 Conflict of Interest.

4.5.1. If a Director knows or reasonably believes that a conflict of interest transaction in which s/he has a direct or indirect interest is to be discussed or voted on at a meeting, the Director will, either prior to or at the meeting, disclose fully to the Board of Directors or to a Committee of the Board of Directors the material facts of the transaction and the Director's interest in the transaction.

4.5.2. A "conflict of interest" transaction is a transaction with the Association in which a Director has a direct or indirect interest (whether financial or otherwise or whether actual or potential).

4.5.3. A Director has an "indirect interest" in a transaction if (i) a family member of the Director is a party to the transaction, (ii) another entity in which the Director has a material interest is a party to the transaction, or (iii) another entity of which the Director is a director, officer or trustee is party to the transaction, and the transaction is or should be considered by the Board of Directors.

4.5.4 A "family member" of an individual includes the individual's brothers and sisters (whether by whole blood or half blood), spouse, ancestors, lineal descendants and in-laws of any of the foregoing. A legally adopted child of an individual will be treated as a child of such individual by blood.

4.5.5. A conflict of interest transaction can be approved by the vote of the Board of Directors or a committee of the Board of Directors if the material facts of the

transaction and the Director's interest in the transaction are disclosed fully or known to the Board of Directors or committee of the Board of Directors. A conflict of interest transaction is authorized, approved and ratified if it receives the affirmative vote of a majority of the Directors who have no direct or indirect interest in the transaction; however, a conflict of interest transaction may not be authorized, approved or ratified by fewer than two Directors. If a majority of a quorum of Directors, who have no direct or indirect interest in the transaction, votes to authorize, approve or ratify the transaction, action can be taken under this Section 4.5.5. The presence of, or vote cast by, a Director with a direct or indirect interest in the transaction will not affect the validity of any action taken if the transaction is otherwise approved as provided in this Section. 4.5.5.

4.5.6. A conflict of interest transaction is not voidable and may not be the basis for imposing liability on a Director if the transaction was entered into or is approved as provided in Section 4.5.5.

4.6 Liability. No Director will be personally liable to the Association or the members, if any, for monetary damages for conduct as a Director; however, this Section 4.6 will not eliminate or limit the liability of a Director for (i) any act or omission occurring prior to the effective date of these Bylaws, (ii) any breach of the Director's duty of loyalty to the corporation, (iii) acts or omissions not in good faith which involve intentional misconduct or a knowing violation of law, (iv) any unlawful distribution, (v) any transaction from which the Director derived an improper personal benefit, and (vi) any act or omission in violation of ORS 65.361 or ORS 65.367.

Article 5 Meetings of the Board of Directors

5.1 Frequency. The Board of Directors shall meet at least three (3) times a year.

5.2 Annual Meeting. The spring Board Meeting will be the Annual Meeting of the Board.

5.3 Special Meetings. Special meetings of the Board shall be called by the President, or upon his or her failure to do so, by the Secretary when requested in writing by at least twenty (20) percent of the voting members of the Board. Notice of special meetings shall be provided to each Director at least ten (10) days before the meeting.

5.4 Quorum. A majority of the members of the Board constitutes a quorum and is necessary to transact business.

5.5 Voting Requirements. A simple majority vote of the quorum at any Board meeting shall decide all questions except removal of Directors and Officers, Amendments to the Bylaws, and Articles of Incorporation which shall require a two-

thirds majority vote of the quorum of Directors.

5.6 Mail, Telephone, Fax, Electronic Voting. In the event the Executive Committee determines that a matter needs resolution by the Board prior to a Board Meeting, the Executive Committee can authorize submission of the matter to the Board for vote by use of mail, telephone, fax, email or other electronic means. In such a case, however, a majority vote of all voting Directors is necessary for adoption. Removal of Directors and Officers and amendments to the Bylaws and Articles of Incorporation shall not occur under this Section 5.6.

Article 6 Officers

6.1 Responsibilities. All Officers are responsible to the Board.

6.2 Officers. The Officers of the Association are the Past President, President, Vice President, Treasurer and Secretary.

6.3 Qualifications and Term of Office. All Officers shall be members of the Association who qualify for membership under Section 3.1. The term of an office shall be two years, commencing July 1 and concluding on June 30.

6.4 Nomination and Election. Nominations for Officers shall be made by the Nominating Committee. At least thirty (30) days prior to the Annual Meeting, the nominations of the Nominating Committee shall be mailed to the Board of Directors. Nominations for Officers can also be made by one or more Directors at least ten (10) days prior to the Annual Meeting. Such additional nominations shall also be mailed to the Board of Directors upon their receipt by the Nominating Committee. The Board shall consider each of the recommended nominees, and nominees received from the Directors, and shall elect Officers at the Annual Meeting by written ballot.

6.5 President. The President shall: preside at all meetings of the Board, chair the Executive Committee, serve on the Nominating Committee, appoint committee Chairs in consultation with the Vice President and the Past President, subject to approval by the Executive Committee; act as the Association's Official Representative; have the option of serving as a member of all committees of the Board; and perform such other duties which may be assigned by the Board or which usually pertain to said office.

6.6 Past President. The Past President shall: serve on the Executive Committee and the Nominating Committee; and, can serve on other committees as so appointed by the President.

6.7 Vice President. The Vice President shall: serve on the Executive Committee and such other committees as assigned by the President..

6.8 Treasurer. The Treasurer shall: serve on the Budget and Finance Committee; report and make recommendations to the Board and Executive Committee on Association finances and investments; and in general, perform all duties incident to the office of Treasurer. Any investment policies for funds and securities of the Association shall be approved by the Board and shall be developed and implemented by the Treasurer and the Budget and Finance Committee.

6.10 Secretary. The Secretary shall: serve as Secretary to the Board and the Executive Committee, keeping all records thereof; and, in general, perform all duties incident to the office of Secretary. The Secretary shall also serve on the Nominating Committee.

Article 7

Vacancies, Resignation and Removal of Officers and Directors

7.1 Resignation. Any Officer or Director can resign at any time by delivering written notice to the President, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or, if the time is not specified, upon delivery thereof, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

7.2 Removal. Any Officer or Director elected or appointed by the Board may be removed from office by the Board, with or without cause, by the affirmative vote of two-thirds of the Board. Prior to any action being taken by the Board to remove an Officer or Director from office, the Officer or Director must be given at least ten (10) days prior notice of the proposed action and the date of the meeting at which the proposed action will be voted upon.

7.3 Unexpired Term. A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause can, upon nomination of the Nominating Committee, be filled by the Board for the unexpired portion of the term or for the new term established by the Board.

7.4 Two Consecutive Meetings. Any member of the Board who misses two (2) consecutive Board meetings or five (5) meetings within his or her term, without reasonable explanation could have his or her membership on the Board reviewed by the Nominating Committee with dismissal possible by a vote of the Board.

7.5 Compensation. No Director shall receive compensation for service on the Board; however, the Board may provide reimbursement for expenses incurred by a Director in performance of service to the Board.

Article 8
Committees

8.1 Committees. The Board of Directors can create one or more committees and shall invest such committees with such powers as it sees fit. Such committees of the Board shall report to the Board. The delegation of authority to a committee does not relieve the Board or any individual Director of responsibility imposed on him or her by law. Any committee can appoint subcommittees that are responsible to, and report to, the committee and not to the Board. Such subcommittees must consist of members from the committee except in those instances where the subcommittee functions require the assistance of others.

8.1.1. No committee shall have the authority to bind or act on behalf of the Board except as may be specifically provided by these Bylaws.

8.1.2. Standing Committees of the Board shall be the Executive Committee, Nominating Committee, Budget and Finance Committee, Development Committee, and the Communications Committee. The Board may also appoint additional committees to further the work of the Association.

8.1.3. Ad hoc committees, such as might be formed to plan for and execute special events, can be appointed by the Executive Committee.

8.1.4. Each committee shall consist of two or more Directors. Individuals who meet the criteria noted in Article 4, Section 2 for Board Membership can also serve on committees as voting members. The Executive Committee shall approve members and committee Chairs to standing and other committees as recommended by the President.

8.1.5. The term of a committee Chair and a committee member shall be two (2) years. Committee Chairs and members may serve more than one term as committee Chairs and members.

8.1.6. Committees shall meet as necessary to carry out their duties.

8.2 Executive Committee.

8.2.1. Composition, Members of the Executive Committee shall be the Past President, President, Vice President, Treasurer, Secretary, and the Chairs of the Communications and Development Committees. The high school principal or his / her designee currently serving as ex officio member of the Board shall serve as an ex officio member of the Executive Committee.

8.2.2. Powers. The Executive Committee shall have the authority of the Board of Directors and shall act as the Board of Directors between Board meetings, except that the Executive Committee cannot authorize distribution of the assets of the

Association; approve or recommend dissolution of the Association, merger or sale, pledge or transfer of all or substantially all of the Association's assets; amend the Articles of Incorporation; amend these Bylaws; elect, appoint or remove Directors of the Board or members of any committee; elect, appoint or remove Officers; approve the annual budget; approve the mission statement and long range strategic plan. All decisions must be in conformance with adopted Board policies. A quorum of two-thirds of the members of the Executive Committee is necessary to transact business.

8.2.3. Duties. The Executive Committee, among other duties, shall coordinate the work of the Board and its committees and coordinate annual planning and long range strategic planning.

8.2.4. Reporting. The Executive Committee shall keep and distribute to the Board, in a timely manner, minutes of all Executive Committee meetings.

8.3 Nominating Committee.

8.3.1. Composition. Members of the Nominating Committee shall be the Past President, President, Secretary, and a minimum of two (2) other Board members not presently serving as an Officer or Executive Committee member.

8.3.2. Powers and Duties. The Nominating Committee, among other duties, shall: recruit new Directors and nominate new and continuing Directors; nominate Officers of the Association; coordinate annual evaluation of Board operations; and periodically review these Bylaws and recommend revisions to the Board of Directors.

8.4 Budget and Finance Committee.

8.4.1. Composition. Members of the Budget and Finance Committee shall include the President, Treasurer, and such additional members as may be recommended by the Executive Committee. The Chair will be appointed by the President.

8.4.2. Powers and Duties. The Budget and Finance Committee shall: develop the annual budget and recommend its adoption by the Board; monitor the Association's income and expenditures in relation to the adopted budget; oversee the Association's financial and tax matters; oversee the development of financial and investment policies and recommend their adoption by the Board. The Committee shall also implement the investment policy after its adoption by the Board; select investment managers and allocate funds; review and monitor investment manager performance and replace managers when either necessary or desirable. The Committee shall report to the Executive Committee and Board the results of the investment program at such times as it is directed by either to do so.

8.6 Development Committee

8.6.1 Composition: Members of the Development Committee shall include four members of the board and such additional members as may be recommended by the Executive Committee. The Chair will be appointed by the President.

8.6.2 Powers and Duties: The Development Committee shall: be the primary coordinating body for activities that promote engagement with key stakeholders of the Association and fund raising activities of the Association. The Committee or an assigned subcommittee will develop and/or support initiatives to actively engage alumni with the life of the school, its students, the community and each other and work collaboratively with the Communications Committee and other committees to further these goals. The Committee or an assigned subcommittee will establish fund raising policies, mechanisms, priorities and goals – subject to approval by the Board, plan and implement fundraising activities to support the goals of the Association, and act as a coordinating body for all Association fund raising efforts.

8.7 Communications Committee.

8.7.1. Composition. The Communications Committee shall include three (3) members of the full Board, and such additional members as may be recommended by the Executive Committee. The Chair of the Committee will be annually appointed by the President.

8.7.2. Powers and Duties. The Communications Committee is responsible for all external communications and some internal communications for RHSAA. The committee shall develop and oversee an infrastructure of communications media that will include but not be limited to: RHSAA website; RHSAA blog; RHSAA newsletter and/or eNewsletter; RHSAA social media, such as Facebook, Twitter, Pinterest, Picasa, YouTube or other internet platforms; press releases and or story placement in local publications; outreach to news media and/or bloggers when practical. The Communications Committee is responsible for developing and managing RHSAA messaging, at the direction of the President and the Board. The committee shall advise the President and the Board on communications strategies and tactics. The committee shall disseminate information among committees and/or board members when instructed by the President and gather information and/or opinions from board members, donors, alumni, school leadership, students, local government and others when instructed. The President and/or the President's designee shall act as RHSAA spokesperson.

Article 9

Administration and Financial Provisions

9.1 Fiscal Year. The fiscal year of the Association shall be July 1 through June 30.

9.2 Rules of Procedure. The rules contained in the latest revision of Robert's Rules of Order shall govern all meetings of the membership and the Board and

committees, except to the extent that they may be in conflict with these Bylaws.

9.3 Donations. The Association can accept property by gift, devise or bequest for the purposes of the Association.

9.4 Investments. The assets of the Association held for investment shall be invested pursuant to Section 8.4.

Article 10 Amendments of Bylaws

10.1 These Bylaws can be amended or repealed by a two-thirds majority at a meeting of the Directors of the Board duly called for such purpose and at which a quorum is present or by majority of the entire Board at any meeting thereof. Written notice of the meeting, together with the proposed amendment(s) or repealing language shall be mailed to members at least ten (10) calendar days prior to the meeting. Upon adoption of an amendment to the Bylaws, the Secretary can correct punctuation, grammar, numbering or form where appropriate in the Bylaws, if the correction does not change the meaning.

Article 11 Indemnification

11.1 The Association shall indemnify Officers and Directors made a party to a proceeding because the individual is or was an Officer or Director against liability incurred in the proceeding if: the conduct of the individual was in good faith; the individual reasonably believed that the individual's conduct was in the best interest of the Association, or at least not opposed to its best interest; and in the case of any criminal proceeding, the individual had no reasonable cause, such indemnification shall include reasonable expenses incurred in the defense of such a proceeding. It is the intent of this section to provide indemnification to the maximum extent permitted by the Oregon Nonprofit Corporation Law and to indemnify each Officer and Director against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that such person is or was an Officer or Director of the Association.

Article 12 Nonprofit Status Requirements

12.1 Dissolution. Upon dissolution of the Association, the Board of Directors shall, after paying or making provision for all the liabilities of the Association, dispose of all the assets of the Association exclusively for the purpose of the Association, or to such organization or organizations organized and operated exclusively to advance the case

of Roosevelt High School through alumni involvement as shall at the time qualify as an exempt organization or organizations under Section 501 [c] [3] of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) subject to approval of a court of general jurisdiction of the State of Oregon. Any such assets not so disposed of shall be disposed of to such organization or organizations organized or operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 [c] [3] of the Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

12.2 Earnings. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its directors officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for service rendered and to make payments and distributions in furtherance of the purposes set forth in Section 2.1 hereof. Notwithstanding any other provision of these Articles, the Association shall not carry on any activities not permitted by the corporation exempt from federal income tax purposes under Section 501 [c] [3] of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

Article 13
Official Representative

13.1 Notices. All official notices or communications to the Association shall be submitted to the President of the Association as its Official Representative at:

President
Roosevelt High School Alumni Association
8316 N. Lombard Street #446
Portland, Oregon 97203-3726

Certificate of Secretary

I, _____, certify that I am the duly elected Secretary of the Roosevelt High School Alumni Association, an Oregon nonprofit corporation, and that the foregoing Bylaws were duly adopted on _____

Date: _____ By: _____
Secretary